

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF WASHINGTON

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Frogнал Holdings, LLC

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 80-0841095

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	1610 Everett Mall Way Everett, WA 98208 Number, Street, City, State & ZIP Code	
	Snohomish County	Location of principal assets, if different from principal place of business 13500 60th Avenue West Edmonds, WA 98026 Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☒ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☐ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?**Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ **Chapter 11. Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No.

☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other**Where is the property?**

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Frognal Holdings, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 23, 2020**
MM / DD / YYYY

X /s/ Abdul Latif Lakhani
Signature of authorized representative of debtor

Abdul Latif Lakhani
Printed name

Title **President of Integral Northwest
Corporation, Manager**

18. Signature of attorney **X /s/ Christine M. Tobin-Presser**
Signature of attorney for debtor

Date **July 23, 2020**
MM / DD / YYYY

Christine M. Tobin-Presser
Printed name

Bush Kornfeld LLP
Firm name

**601 Union St., Suite 5000
Seattle, WA 98101-2373**
Number, Street, City, State & ZIP Code

Contact phone **(206) 292-2110** Email address **ctobin@bskd.com**

WSBA 27628 WA
Bar number and State

Fill in this information to identify the case:

Debtor name Frognal Holdings, LLC

United States Bankruptcy Court for the: WESTERN DISTRICT OF WASHINGTON

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 23, 2020

X /s/ Abdul Latif Lakhani

Signature of individual signing on behalf of debtor

Abdul Latif Lakhani

Printed name

President of Integral Northwest Corporation, Manager

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Frognal Holdings, LLC**

United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
16525 Ash Way, LLC 1610 SE Everett Mall Way Everett, WA 98208		Intercompany Payable				\$207,560.27
Aero Construction PO Box 295 Snohomish, WA 98291						\$27,799.80
Associated Earth Sciences, Inc 911 Fifth Ave, Suite 100 Kirkland, WA 98033		Geotechnical Services				\$78,302.72
Bill's Blueprint, Inc. 2920 Rockafeller Ave Everett, WA 98201		Printing/Reproductions				\$3,536.48
Chicago Title of Washington 1111 Third Avenue, Suite 320 Seattle, WA 98101		ALTA				\$432.10
Earth Solutions NW LLC 15365 NE 90th Street, Suite 10 Redmond, WA 98052		Environmental Site Assessment				\$1,125.00
Land Technologies 18820 3rd Ave NE Arlington, WA 98223		Engineering/Permitting				\$200,793.75
Metron and Associates, Inc. 307 N. Olympic, Suite 205 Arlington, WA 98223		Land Surveying, Mapping, Planning				\$5,757.50

Debtor **Frognal Holdings, LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
North Peak Associates, LLC 10512 NE 140th St. Kirkland, WA 98034		Survey				\$5,519.00
Oseran Hahn, PS 10900 NE Fourth St, Suite 1430 Bellevue, WA 98004		Legal Services				\$13,928.49
Paul Jay Landscape Architect 2917 East Division Mount Vernon, WA 98274		Landscape Design				\$5,040.00
Perkl Properties, LLC 9725 32nd St SE Lake Stevens, WA 98258		Owners Representative/Project Management				\$34,853.32
Robert A. Underhill PC 601 Union Street, Suite 3300 Seattle, WA 98101		Tax Accounting Services				\$8,346.25
S.A. Newman Firm Inc. PO Box 156 Everett, WA 98206-0156		Forest Practice Consulting				\$1,716.22
Sound Publishing Inc. 11323 Commando Rd W Everett, WA 98204		Public Notice Publishing				\$110.25
Trinity Real Estate 3720 Carillon Point Kirkland, WA 98033		Broker Services	Contingent Unliquidated Disputed			\$11,637.50
Washington State Dept. Ecology PO Box 47611 Olympia, WA 98504-7611		Water Quality Program/Stormwater Construction Permit				\$2,216.00

Fill in this information to identify the case:Debtor name **Frognal Holdings, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals****12/15****Part 1: Summary of Assets****1. Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property:
Copy line 88 from *Schedule A/B*..... \$ **30,800,000.00**

1b. Total personal property:
Copy line 91A from *Schedule A/B*..... \$ **121,624.10**

1c. Total of all property:
Copy line 92 from *Schedule A/B*..... \$ **30,921,624.10**

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ **10,325,493.84**

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:
Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ **0.00**

3b. Total amount of claims of nonpriority amount of unsecured claims:
Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ **976,737.46**

4. Total liabilities \$ **11,302,231.30**
Lines 2 + 3a + 3b

Fill in this information to identify the case:Debtor name **Frognal Holdings, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. **Union Bank****Checking****8218****\$48.73**3.2. **Union Bank****Money Market****8723****\$205.76**3.3. **US Bank****Checking****0309****\$481.61****4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$736.10**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

Debtor Frognal Holdings, LLC
Name

Case number (If known) _____

8.1. **Legal Retainer** **\$70,888.00**

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$70,888.00

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11b. Over 90 days old: 3,100,340.40 - 3,100,340.40 = **Unknown**
face amount doubtful or uncollectible accounts
Intercompany Receivables - \$3,098,340.40; Due from Abdul Latif Lakhani - \$2,000.00

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$0.00

Part 4: Investments

13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. **Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. **Does the debtor own or lease any real property?**

Official Form 206A/B

Schedule A/B Assets - Real and Personal Property

page 2

Debtor **Frognal Holdings, LLC**
Name

Case number (If known)

- ☐ No. Go to Part 10.
☒ Yes Fill in the information below.

55. **Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. 13500 60th Avenue W Edmonds, WA 98026 Proposed 112-lot residential subdivision 10-03-18 - \$27,200,000.00 10-18-19 - \$24,600,000.00 03-2020 - \$30,000,000.00 (per potential lender)	100% owner	Unknown	Appraisal	\$30,800,000.00

56. **Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
Copy the total to line 88.

\$30,800,000.00

57. **Is a depreciation schedule available for any of the property listed in Part 9?**

- ☒ No
☐ Yes

58. **Has any of the property listed in Part 9 been appraised by a professional within the last year?**

- ☐ No
☒ Yes

Part 10: Intangibles and intellectual property

59. **Does the debtor have any interests in intangibles or intellectual property?**

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes Fill in the information below.

**Current value of
debtor's interest**

71. **Notes receivable**

Description (include name of obligor)

Debtor Frognal Holdings, LLC
Name

Case number (If known) _____

72. **Tax refunds and unused net operating losses (NOLs)**

Description (for example, federal, state, local)

73. **Interests in insurance policies or annuities**

74. **Causes of action against third parties (whether or not a lawsuit has been filed)**

75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**

Claim for return of deposit. Silver Arch Capital LLC is improperly retaining a deposit with respect to financing that was being contemplated but was never provided.

\$50,000.00

Nature of claim

Claim for turnover

Amount requested

\$50,000.00

76. **Trusts, equitable or future interests in property**

77. **Other property of any kind not already listed** *Examples: Season tickets, country club membership*

78. **Total of Part 11.**

Add lines 71 through 77. Copy the total to line 90.

\$50,000.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**

☒ No

☐ Yes

Debtor **Frognal Holdings, LLC**
Name

Case number (If known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$736.10</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$70,888.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$30,800,000.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ <u>\$50,000.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$121,624.10</u>	+ 91b. <u>\$30,800,000.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$30,921,624.10</u>

Fill in this information to identify the case:Debtor name **Frognal Holdings, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206D****Schedule D: Creditors Who Have Claims Secured by Property****12/15**

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim	
2.1	Shaughnessy Capital LLC Creditor's Name 333 Mamaroneck Ave #291 White Plains, NY 10605 Creditor's mailing address brose@mb2management.com Creditor's email address, if known Date debt was incurred 05/23/17 (asserted balance as of 07/15/20) Last 4 digits of account number 2MB2 Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien 13500 60th Avenue West Edmonds, WA 98026 Describe the lien Deed of Trust Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	\$10,309,406.00	\$30,800,000.00

2.2	Snohomish Cty. Treasurer Creditor's Name M/S #501 3000 Rockefeller Ave. Everett, WA 98201 Creditor's mailing address Creditor's email address, if known Date debt was incurred Last 4 digits of account number Do multiple creditors have an interest in the same property?	Describe debtor's property that is subject to a lien 13500 60th Avenue West Edmonds, WA 98026 Describe the lien Real Property Lien Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply	\$16,087.84	\$30,800,000.00
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- ☒ No
- ☐ Yes. Specify each creditor,
including this creditor and its relative
priority.
- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$10,325,493.
84

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity

Fill in this information to identify the case:Debtor name **Frognal Holdings, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.☐ Yes. Go to line 2.**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address 16525 Ash Way, LLC 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Intercompany Payable Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$207,560.27
3.2	Nonpriority creditor's name and mailing address Abdul John Lakhani 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$59,762.13
3.3	Nonpriority creditor's name and mailing address Aero Construction PO Box 295 Snohomish, WA 98291 Date(s) debt was incurred May 2019; May 2020 Last 4 digits of account number OG10	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$27,799.80
3.4	Nonpriority creditor's name and mailing address Allegro at Ash Creek, LLC 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Intercompany Payable Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$1,500.00

Debtor **Frogna! Holdings, LLC**
Name

Case number (if known)

3.5	Nonpriority creditor's name and mailing address Anthem 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Intercompany Payable Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,749.00
3.6	Nonpriority creditor's name and mailing address Associated Earth Sciences, Inc 911 Fifth Ave, Suite 100 Kirkland, WA 98033 Date(s) debt was incurred October 2019-June 2020 Last 4 digits of account number H001	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Geotechnical Services Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$78,302.72
3.7	Nonpriority creditor's name and mailing address Bill's Blueprint, Inc. 2920 Rockefeller Ave Everett, WA 98201 Date(s) debt was incurred August 2019 to present Last 4 digits of account number 0600	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Printing/Reproductions Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,536.48
3.8	Nonpriority creditor's name and mailing address BPH Development Group, LLC 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Intercompany Payable Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$30,088.81
3.9	Nonpriority creditor's name and mailing address Chicago Title of Washington 1111 Third Avenue, Suite 320 Seattle, WA 98101 Date(s) debt was incurred July 2019 Last 4 digits of account number 3325	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ALTA Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$432.10
3.10	Nonpriority creditor's name and mailing address Earth Solutions NW LLC 15365 NE 90th Street, Suite 10 Redmond, WA 98052 Date(s) debt was incurred February 2020 Last 4 digits of account number 2673	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Environmental Site Assessment Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,125.00
3.11	Nonpriority creditor's name and mailing address Integral Northwest Corp 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Intercompany Payable Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$43,923.87

Name

3.12	Nonpriority creditor's name and mailing address Integral Northwest Corp 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred <u>07/21/20</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Loan for legal retainer</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$75,000.00
3.13	Nonpriority creditor's name and mailing address Kamil Lakhani 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$75,379.50
3.14	Nonpriority creditor's name and mailing address Land Technologies 18820 3rd Ave NE Arlington, WA 98223 Date(s) debt was incurred <u>November 2017 to present</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Engineering/Permitting</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$200,793.75
3.15	Nonpriority creditor's name and mailing address Metron and Associates, Inc. 307 N. Olympic, Suite 205 Arlington, WA 98223 Date(s) debt was incurred <u>October 2018,</u> <u>December 2018, March 2019</u> Last 4 digits of account number <u>6110</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Land Surveying, Mapping, Planning</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,757.50
3.16	Nonpriority creditor's name and mailing address North Peak Associates, LLC 10512 NE 140th St. Kirkland, WA 98034 Date(s) debt was incurred <u>May 2019</u> Last 4 digits of account number <u>1864</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Survey</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,519.00
3.17	Nonpriority creditor's name and mailing address Oseran Hahn, PS 10900 NE Fourth St, Suite 1430 Bellevue, WA 98004 Date(s) debt was incurred <u>June 2019 to May 2020</u> Last 4 digits of account number <u>025M</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$13,928.49
3.18	Nonpriority creditor's name and mailing address Paul Jay Landscape Architect 2917 East Division Mount Vernon, WA 98274 Date(s) debt was incurred <u>February 2019</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Landscape Design</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,040.00

Name

3.19	Nonpriority creditor's name and mailing address Perkl Properties, LLC 9725 32nd St SE Lake Stevens, WA 98258 Date(s) debt was incurred <u>March 2019 to present</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Owners Representative/Project Management</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$34,853.32
3.20	Nonpriority creditor's name and mailing address Robert A. Underhill PC 601 Union Street, Suite 3300 Seattle, WA 98101 Date(s) debt was incurred <u>May 2020</u> Last 4 digits of account number <u>AL10</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Tax Accounting Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$8,346.25
3.21	Nonpriority creditor's name and mailing address S.A. Newman Firm Inc. PO Box 156 Everett, WA 98206-0156 Date(s) debt was incurred <u>January 2019, January 2020</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Forest Practice Consulting</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,716.22
3.22	Nonpriority creditor's name and mailing address Shergar Land Corp. 1610 SE Everett Mall Way Everett, WA 98208 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Easement</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$77,659.50
3.23	Nonpriority creditor's name and mailing address Sound Publishing Inc. 11323 Commando Rd W Everett, WA 98204 Date(s) debt was incurred <u>October 2019</u> Last 4 digits of account number <u>0050</u>	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Public Notice Publishing</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$110.25
3.24	Nonpriority creditor's name and mailing address Trinity Real Estate 3720 Carillon Point Kirkland, WA 98033 Date(s) debt was incurred <u>May 2020</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: <u>Broker Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,637.50
3.25	Nonpriority creditor's name and mailing address Washington State Dept. Ecology PO Box 47611 Olympia, WA 98504-7611 Date(s) debt was incurred <u>August 2019</u> Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Water Quality Program/Stormwater Construction Permit</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,216.00

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1		
5b. Total claims from Part 2		
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.		

Total of claim amounts	
5a.	\$ 0.00
5b. +	\$ 976,737.46
5c.	\$ 976,737.46

Fill in this information to identify the case:

Debtor name **Frognal Holdings, LLC**

United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Construction Contract**

State the term remaining

List the contract number of any government contract _____

**Aero Construction
PO Box 295
Snohomish, WA 98291**

2.2. State what the contract or lease is for and the nature of the debtor's interest **Geotechnical Services**

State the term remaining

List the contract number of any government contract _____

**Associated Earth Sciences
2911 1/2 Hewitt Ave, Ste. 2
Everett, WA 98201**

2.3. State what the contract or lease is for and the nature of the debtor's interest **Environmental Site Assessment**

State the term remaining

List the contract number of any government contract _____

**Earth Solutions NW LLC
15365 NE 90th Street, Suite 10
Redmond, WA 98052**

2.4. State what the contract or lease is for and the nature of the debtor's interest **Engineering Contract**

State the term remaining

List the contract number of any government contract _____

**Land Technologies
18820 3rd Ave NE
Arlington, WA 98223**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.5. State what the contract or lease is for and the nature of the debtor's interest **Land Surveying, Mapping, Planning**

State the term remaining

List the contract number of any government contract _____

**Metron and Associates, Inc.
307 N. Olympic, Suite 205
Arlington, WA 98223**

2.6. State what the contract or lease is for and the nature of the debtor's interest **Survey**

State the term remaining

List the contract number of any government contract _____

**North Peak Associates, LLC
10512 NE 140th St.
Kirkland, WA 98034**

2.7. State what the contract or lease is for and the nature of the debtor's interest **Owners Representative/Project Management**

State the term remaining

List the contract number of any government contract _____

**Perkl Properties, LLC
9725 32nd St SE
Lake Stevens, WA 98258**

2.8. State what the contract or lease is for and the nature of the debtor's interest **Forest Practice Consulting**

State the term remaining

List the contract number of any government contract _____

**S.A. Newman Firm Inc.
PO Box 156
Everett, WA 98206-0156**

Fill in this information to identify the case:Debtor name **Frognal Holdings, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206H
Schedule H: Your Codebtors****12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

*Column 1: Codebtor**Column 2: Creditor***Name****Mailing Address****Name***Check all schedules that apply:***2.1 Shergar Land Corp****Shergar hypothecated real property as additional collateral for the loan to the Debtor****Shaughnessy Capital LLC**☐ D _____
☐ E/F _____
☐ G _____

Fill in this information to identify the case:Debtor name **Frognal Holdings, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF WASHINGTON**

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 207****Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy****04/19**

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income**1. Gross revenue from business**☐ None.**Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year****From the beginning of the fiscal year to filing date:**From **8/01/2020** to **Filing Date****Sources of revenue**

Check all that apply

☒ Operating a business**See attached for
fiscal year operating
revenues**☐ Other**Gross revenue**

(before deductions and exclusions)

\$0.00**2. Non-business revenue**

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.**Description of sources of revenue****Gross revenue from each source**

(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None.**Creditor's Name and Address****Dates****Total amount of value****Reasons for payment or transfer***Check all that apply*

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☐ None

Creditor's name and address	Describe of the Property	Date	Value of property
Shaughnessy Capital LLC 333 Mamaroneck Ave #291 White Plains, NY 10605	13500 60th Avenue W Edmonds, WA 98026 Foreclosure pending as of Petition Date		\$30,800,000.00

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
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8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☐ None

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**

☐ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**

☐ None**Description of the property lost and how the loss occurred****Amount of payments received for the loss**

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).

Dates of loss**Value of property lost****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.**Who was paid or who received the transfer?
Address****If not money, describe any property transferred****Dates****Total amount or value**11.1. **Bush Kornfeld LLP**
601 Union St., #5000
Seattle, WA 98101-2373**July 16,**
2020**\$1,815.00****Email or website address**
bskd.com**Who made the payment, if not debtor?**
Integral NW Corp (on behalf of Debtor)11.2. **Bush Kornfeld LLP**
601 Union St., #5000
Seattle, WA 98101-2373**\$9,112.00****Email or website address**
bskd.com**Who made the payment, if not debtor?**
Frognal Holdings, LLC and Integral NW (on behalf of Debtor)**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☐ None.**Name of trust or device****Describe any property transferred****Dates transfers were made****Total amount or value****13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy From-To
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14.1. 8115 Broadway, Suite 204 Everett, WA 98203	1993 to 04/01/20
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Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

☒ No. Go to Part 9.☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
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Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**☒ No.☐ Yes. State the nature of the information collected and retained.**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**☒ No. Go to Part 10.☐ Yes. Does the debtor serve as plan administrator?**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units****18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None**Part 12: Details About Environment Information**

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☒ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
		Dates business existed

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26a.1. Kristi Baird dba Axis Admin Svcs 10106 177th Ave NE Redmond, WA 98052	September 2015 to present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26b.1. Robert A. Underhill PC 60 Union Street, Suite 3300 Seattle, WA 98101	2010 to present

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Kristi Baird dba Axis Admin Svcs 10106 177th Ave NE Redmond, WA 98052	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address
26d.1. Silver Arch Capital Partners LLC 411 Hackensack Avenue, Suite 80 Hackensack, NJ 07601

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
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28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Integral Northwest Corp		Manager	0
Name	Address	Position and nature of any interest	% of interest, if any
Grosvener Pacific Holdings, Inc.		Member	90.1
Name	Address	Position and nature of any interest	% of interest, if any
The Eternal Sapling, LLC		Member	9.9

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. **Payments, distributions, or withdrawals credited or given to insiders**

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Grosvenor Pacific Holdings, Inc.	EIN: 91-1939054

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the parent corporation
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Debtor **Frognal Holdings, LLC**

Case number (if known)

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **July 23, 2020**

/s/ Abdul Latif Lakhani
Signature of individual signing on behalf of the debtor

Abdul Latif Lakhani
Printed name

Position or relationship to debtor **President of Integral Northwest Corporation, Manager**

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No

☒ Yes

ATTACHMENT TO STATEMENT OF FINANCIAL AFFAIRS 1

Gross Income

Fiscal year runs from 08/01 to 07/31

08/01/19-Petition Date - \$0.00

08/01/18 to 07/31/19 - \$252,626.24

08/01/17 to 07/31/18 - \$0.00

United States Bankruptcy Court
Western District of Washington

In re **Frognal Holdings, LLC**

Debtor(s)

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DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	<u>0.00</u>
Prior to the filing of this statement I have received	\$	<u>0.00</u>
Balance Due	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Preparation of a plan and disclosure statement and negotiations with creditors regarding the same.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

July 23, 2020

Date

/s/ Christine M. Tobin-Presser

Christine M. Tobin-Presser

Signature of Attorney

Bush Kornfeld LLP

601 Union St., Suite 5000

Seattle, WA 98101-2373

(206) 292-2110 Fax: (206) 292-2104

ctobin@bskd.com

Name of law firm

**United States Bankruptcy Court
Western District of Washington**

In re **Frognal Holdings, LLC**

Debtor(s)

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LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Grovsenor Pacific Hdgs, Inc.		90.1%	Membership
The Eternal Sapling, LLC		9.9	Membership Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President of Integral Northwest Corporation, Manager** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **July 23, 2020**

Signature **/s/ Abdul Latif Lakhani**
Abdul Latif Lakhani

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Western District of Washington**

In re **Frognal Holdings, LLC**

Debtor(s)

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VERIFICATION OF CREDITOR MATRIX

I, the President of Integral Northwest Corporation, Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **July 23, 2020**

/s/ Abdul Latif Lakhani

**Abdul Latif Lakhani/President of Integral Northwest Corporation,
Manager**

Signer/Title

US ATTORNEY
ATTN BANKRUPTCY ASSISTANT
700 STEWART STREET
ROOM 5220
SEATTLE, WA 98101-4438

INTERNAL REVENUE SVC (PHIL)
CENTRALIZED INSOL OPERATIONS
PO BOX 7346
PHILADELPHIA, PA 19101-7346

COMMODITY FUTURES TRADING
1155 21ST ST NW
WASHINGTON, DC 20581

SECURITIES & EXCHANGE COMM
OFFICE OF REORGANIZATION
444 S FLOWER ST. #900
LOS ANGELES, CA 90071

US TREASURY
SECRETARY OF THE TREASURY
1500 PENNSYLVANIA AVE NW
WASHINGTON, DC 20220

WA DEPT OF REV-SEA
BANKRUPTCY/CLAIMS UNIT
2101 4TH AVE #1400
SEATTLE, WA 98121-2300

WA DEPT OF L&I-OLY
COLLECTIONS
PO BOX 44171
OLYMPIA, WA 98504-4171

WA DEPT OF EMP SEC-OLY
UI TAX ADMIN
PO BOX 9046
OLYMPIA, WA 98507-9046

WA ATTORNEY GENERAL
BANKRUPTCY & COLLECTIONS UNIT
800 5TH AVE #2000
SEATTLE, WA 98104

CHRISTINE M. TOBIN-PRESSER
BUSH KORNFELD LLP
601 UNION ST., SUITE 5000
SEATTLE, WA 98101-2373

FROGNAL HOLDINGS, LLC
1610 EVERETT MALL WAY
EVERETT, WA 98208

16525 ASH WAY, LLC
1610 SE EVERETT MALL WAY
EVERETT, WA 98208

ABDUL JOHN LAKHANI
1610 SE EVERETT MALL WAY
EVERETT, WA 98208

AERO CONSTRUCTION
PO BOX 295
SNOHOMISH, WA 98291

ALLEGRO AT ASH CREEK, LLC
1610 SE EVERETT MALL WAY
EVERETT, WA 98208

ANTHEM
1610 SE EVERETT MALL WAY
EVERETT, WA 98208

ASSOCIATED EARTH SCIENCES
2911 1/2 HEWITT AVE, STE. 2
EVERETT, WA 98201

ASSOCIATED EARTH SCIENCES, INC
911 FIFTH AVE, SUITE 100
KIRKLAND, WA 98033

BILL'S BLUEPRINT, INC.
2920 ROCKAFELLER AVE
EVERETT, WA 98201

BPH DEVELOPMENT GROUP, LLC
1610 SE EVERETT MALL WAY
EVERETT, WA 98208

CHICAGO TITLE OF WASHINGTON
1111 THIRD AVENUE, SUITE 320
SEATTLE, WA 98101

EARTH SOLUTIONS NW LLC
15365 NE 90TH STREET, SUITE 10
REDMOND, WA 98052

INTEGRAL NORTHWEST CORP
1610 SE EVERETT MALL WAY
EVERETT, WA 98208

KAMIL LAKHANI
1610 SE EVERETT MALL WAY
EVERETT, WA 98208

LAND TECHNOLOGIES
18820 3RD AVE NE
ARLINGTON, WA 98223

METRON AND ASSOCIATES, INC.
307 N. OLYMPIC, SUITE 205
ARLINGTON, WA 98223

NORTH PEAK ASSOCIATES, LLC
10512 NE 140TH ST.
KIRKLAND, WA 98034

OSERAN HAHN, PS
10900 NE FOURTH ST, SUITE 1430
BELLEVUE, WA 98004

PAUL JAY LANDSCAPE ARCHITECT
2917 EAST DIVISION
MOUNT VERNON, WA 98274

PERKL PROPERTIES, LLC
9725 32ND ST SE
LAKE STEVENS, WA 98258

ROBERT A. UNDERHILL PC
601 UNION STREET, SUITE 3300
SEATTLE, WA 98101

S.A. NEWMAN FIRM INC.
PO BOX 156
EVERETT, WA 98206-0156

SHAUGHNESSY CAPITAL LLC
333 MAMARONECK AVE #291
WHITE PLAINS, NY 10605

SHERGAR LAND CORP

SHERGAR LAND CORP.
1610 SE EVERETT MALL WAY
EVERETT, WA 98208

SNOHOMISH CTY. TREASURER
M/S #501
3000 ROCKEFELLER AVE.
EVERETT, WA 98201

SOUND PUBLISHING INC.
11323 COMMANDO RD W
EVERETT, WA 98204

TRINITY REAL ESTATE
3720 CARILLON POINT
KIRKLAND, WA 98033

WASHINGTON STATE DEPT. ECOLOGY
PO BOX 47611
OLYMPIA, WA 98504-7611

**United States Bankruptcy Court
Western District of Washington**

In re **Frognal Holdings, LLC**

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CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Frognal Holdings, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

July 23, 2020

Date

/s/ Christine M. Tobin-Presser

Christine M. Tobin-Presser

Signature of Attorney or Litigant
Counsel for **Frognal Holdings, LLC**
Bush Kornfeld LLP

**601 Union St., Suite 5000
Seattle, WA 98101-2373
(206) 292-2110 Fax: (206) 292-2104
ctobin@bskd.com**